

Hunt James W  
 Form 4  
 February 07, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hunt James W

2. Issuer Name and Ticker or Trading Symbol  
 Regency Energy Partners LP  
 [RGNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1700 PACIFIC, SUITE 2900  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

DALLAS, TX 75201  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Unit Option (Right to Buy)	\$ 20	02/03/2006			A		100,000		<u>(1)</u>	02/03/2016	Common Units	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunt James W 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201	X			Chairman, President and CEO

## Signatures

/s/ William E. Joor III, Attorney  
in Fact

02/07/2006

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option becomes exercisable in three equal installment on February 3, 2007, 2008, and 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. STYLE="BORDER-COLLAPSE:COLLAPSE" BORDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%"> (a)Name and Address. The filing person is the subject company, Antigenics Inc. The information set forth under Item 2(a) above is incorporated into this Item 3(a) by reference. The information set forth in the Offer to Exchange under Schedule A *Information About our Directors and Executive Officers* and Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Options Grants* are incorporated into this Item 3(a) by reference.

### ITEM 4. TERMS OF THE TRANSACTION.

(a) **Material Terms.** The information set forth in the Offer to Exchange under the sections entitled *Offer to Exchange Outstanding Options* and *Summary Term Sheet* and Section 1 *Number of Options; Expiration Date*, Section 3 *Procedures*, Section 4 *Change in Election*, Section 5 *Acceptance of Eligible Option Grants for Exchange and Cancellation and Issuance of Replacement Options*, Section 6 *Conditions of the Offer*, Section 8 *Exchange Ratio*, Section 9 *Source and Amount of Consideration; Terms of Replacement Options*, Section 11 *Status of Eligible Option Grants Acquired by us in the Exchange*, Section 12 *Legal Matters; Regulatory Approvals*, Section 13 *Material U.S. Federal Income Tax Consequences*, Section 14 *Extension of the Offer; Termination; Amendment*, and Exhibit 99.(a)(1)(J) hereto is incorporated into this Item 4(a) by reference.

(b)

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**Purchases.** The information set forth in the Offer to Exchange under Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Option Grants* is incorporated into this Item 4(b) by reference.

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**ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

- (e) **Agreements Involving the Subject Company's Securities.** The information set forth in the Offer to Exchange under Section 1 *Number of Options; Expiration Date*, Section 9 *Source and Amount of Consideration; Terms of Replacement Options* and Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Option Grants* is incorporated into this Item 5(e) by reference. The 1999 Equity Incentive Plan and the Form of Stock Option Agreement pursuant to the 1999 Equity Incentive Plan, and the 2009 Equity Incentive Plan are filed as Exhibit 99.(d)(1) and Exhibit 99.(d)(2), respectively, are incorporated into this Item 5(e) by reference.

**ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

- (a) **Purposes.** The information set forth in the Offer to Exchange under Section 2 *Purpose of the Offer* is incorporated into this Item 6(a) by reference.
- (b) **Use of Securities Acquired.** The information set forth in the Offer to Exchange under Section 5 *Acceptance of Eligible Option Grants for Exchange and Cancellation and Issuance of Replacement Options* and Section 11 *Status of Eligible Option Grants Acquired by us in the Exchange* is incorporated into this Item 6(b) by reference.
- (c) **Plans.** The information set forth in the Offer to Exchange under Section 2 *Purpose of the Offer*, Section 16 *Information About Us* and Section 17 *Additional Information* is incorporated into this Item 6(c) by reference.

**ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

- (a) **Source of Funds.** The information set forth in the Offer to Exchange under Section 1 *Number of Options; Expiration Date*, Section 9 *Source and Amount of Consideration; Terms of Replacement Options* and Section 15 *Fees and Expenses* is incorporated into this Item 7(a) by reference.
- (b) **Conditions.** The information set forth in the Offer to Exchange under Section 6 *Conditions of the Offer* is incorporated into this Item 7(b) by reference.
- (d) **Borrowed Funds.** Not applicable.

**ITEM 8. INTEREST IN THE SECURITIES OF THE SUBJECT COMPANY.**

- (a) **Securities Ownership.** The information set forth in the Offer to Exchange under Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Option Grants* is incorporated into this Item 8(a) by reference.
- (b) **Securities Transactions.** The information set forth in the Offer to Exchange under Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Option Grants* is incorporated into this Item 8(b) by reference.

**ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.**

- (a) **Solicitations or Recommendations.** The information set forth in the Offer to Exchange in the section entitled *Offer to Exchange Outstanding Options Important* and Section 15 *Fees and Expenses* is incorporated into this Item 9(a) by reference.

**ITEM 10. FINANCIAL STATEMENTS.**

- (a) **Financial Information.** The information set forth in Item 8 *Financial Statements and Supplementary Data* of Antigenics Annual Report on Form 10-K for its fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission (the *SEC* ) on March 16, 2009 and the information set forth in Item 1 *Financial Statements* of

Antigenics Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2009 filed with the SEC on May 11, 2009, is incorporated into this Item 10(a) by reference. The information set forth in the Offer to Exchange under Section 16 *Information About Us* and Section 17 *Additional Information* is incorporated into this Item 10(a) by reference. Antigenics Annual Report on Form 10-K and Quarterly Report on Form 10-Q can also be accessed electronically on the SEC's website at <http://www.sec.gov>.

(b) **Pro Forma Financial Information.** Not applicable.

**ITEM 11. ADDITIONAL INFORMATION.**

(a) **Agreements, Regulatory Requirements and Legal Proceedings.**

(1) The information set forth in the Offer to Exchange under Section 10 *Interests of Directors and Executive Officers; Transactions and Arrangements Involving the Eligible Option Grants* is incorporated into this Item 11(a)(1) by reference.

(2) The information set forth in the Offer to Exchange under Section 12 *Legal Matters; Regulatory Approvals* is incorporated into this Item 11(a)(2) by reference.

(3) Not applicable.

(4) Not applicable.

(5) Not applicable.

(b) **Other Material Information.** Not applicable.

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**ITEM 12. EXHIBITS.**

**Exhibit**

<b>Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Exchange Outstanding Options to Purchase Common Stock, dated June 17, 2009.
(a)(1)(B)	Form of Election Form.
(a)(1)(C)	Form of Notice of Withdrawal Form.
(a)(1)(D)	Form of Confirmation of Receipt of Election Form.
(a)(1)(E)	Form of Confirmation of Receipt of Notice of Withdrawal Form.
(a)(1)(F)	Form of E-Mail Reminder of Expiration Date.
(a)(1)(G)	E-Mail/letter to Eligible Participants dated June 17, 2009 from Garo H. Armen, Ph.D.
(a)(1)(H)	E-Mail dated June 17, 2009 from Antigenics stock administration department to Eligible Participants.
(a)(1)(I)	PowerPoint presentation explaining the Offer to Eligible Participants.
(a)(1)(J)	Stock Option Exchange Questions and Answers.
(a)(1)(K)	Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on March 16, 2009 and incorporated herein by reference.
(a)(1)(L)	Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009 filed with the SEC on May 11, 2009 and incorporated herein by reference.
(a)(2)	not applicable.
(a)(3)	not applicable.
(a)(4)	not applicable.
(a)(5)	not applicable.
(b)	not applicable.
(d)(1)	Antigenics Inc. 1999 Equity Incentive Plan, as amended and Form of Stock Option Agreement thereunder, filed as Exhibit 10.2 to Antigenics Annual Report on Form 10-K, filed with the SEC on March 16, 2009 and incorporated herein by reference.
(d)(2)	Antigenics Inc. 2009 Equity Incentive Plan as filed as Exhibit A in Antigenics definitive proxy filed with the SEC on April 27, 2009 and incorporated herein by reference.
(g)	not applicable.
(h)	not applicable.

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 17, 2009

**Antigenics Inc.**

By: /s/ Garo H. Armen, Ph.D.  
Garo H. Armen, Ph.D.  
Chairman and Chief Executive Officer



**INDEX OF EXHIBITS**

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